

Hearing Date and Time: January 5, 2006 at 10:00 a.m.  
Objection Deadline: December 29, 2005 at 4:00 p.m.

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Counsel for Umicore Autocat Canada Corp.

UNITED STATES BANKRUPTCY  
COURT SOUTHERN DISTRICT OF  
NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Chapter 11

Case No. 05-44481 (RDD)  
(Jointly Administered)

Debtors.

**NOTICE OF MOTION TO SUBSTITUTE EXHIBIT**  
**ATTACHED TO FILED NOTICE OF RECLAMATION DEMAND**

PLEASE TAKE NOTICE that on December 15, 2005, Umicore Autocat Canada Corporation ("UACC"), filed its Motion To Substitute Exhibit Attached To Filed Notice Of Reclamation Demand (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on **January 5, 2006, at 10:00 a.m.** (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the official committee of unsecured creditors, Latham & Watkins, 885 Third Avenue, New York, New York, 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **December 29, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: New York, New York  
December 15, 2005

Respectfully submitted,  
HOGAN & HARTSON L.L.P.

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Attorneys for Umicore Autocat Canada Corp.

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**UNITED STATES BANKRUPTCY  
COURT SOUTHERN DISTRICT OF  
NEW YORK**

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)  
(Jointly Administered)

**MOTION TO SUBSTITUTE EXHIBIT**  
**ATTACHED TO FILED NOTICE OF RECLAMATION DEMAND**

Umicore Autocat Canada Corp. ("UACC"), by and through its undersigned counsel, Hogan & Hartson L.L.P., respectfully requests that this Court enter its order permitting UACC to substitute the attached "Reclamation Demand

Substitute Exhibit" for the original 56 page "Reclamation Demand Exhibit" attached to its October 14, 2005 Notice of Reclamation Demand filed herein (the "October 14 Notice") (Docket Entry No. 267) and to withdraw the original 56 page Reclamation Demand Exhibit from the file and the ECF system in this case, and, as grounds therefor, states as follows:

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") in this Court.
2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Dockets Nos. 28 and 404).
4. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.
5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).
6. The statutory predicates for the relief requested herein are sections 503 and 546 of the Bankruptcy Code.

7. As contemplated by this Court's October 14, 2004 Order under 11 U.S.C. Sections 362, 503 and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures For The Treatment Of Reclamation Claims (the "Reclamation Procedures Order") (Docket Entry No. 230), on October 14, 2005 UACC submitted its written reclamation demand and filed the October 14 Notice with respect thereto in this case. Attached to the October 14 Notice collectively as "Exhibit A" were: copies of the two-page covering letter of UACC's counsel addressed to the Debtors and their counsel, a one-page summary of the UACC invoices relevant to the reclamation demand and fifty-three pages comprising copies of the relevant UACC invoices (collectively, the "Reclamation Demand Exhibit").

8. The one-page summary of the UACC invoices relevant to the reclamation demand and the copies of the relevant UACC invoices contain proprietary and sensitive material.

9. Without withdrawing or changing the status of the UACC reclamation demand or the October 14 Notice, UACC would now like to substitute for the original Reclamation Exhibit attached to the October 14 Notice filed herein, the "Reclamation Demand Substitute Exhibit", a true and correct copy of which is attached hereto.

10. Permitting the substitution of the Reclamation Demand Substitute Exhibit for the originally filed Reclamation Demand Exhibit will not harm or prejudice any party, will not have any effect on the operation of the Reclamation Procedures Order or this Court's November 4, 2005 Amended Final Order under 11

U.S.C. Sections 362, 503 and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures For The Treatment Of Reclamation Claims (the "Amended Reclamation Procedures Order") (Docket Entry No. 881), and will not hinder, delay or prejudice the performance by the Debtors of their obligations thereunder.

11. UACC is not withdrawing or changing the substance of its October 14 reclamation demand.

12. UACC is not withdrawing or asking for the return from the Debtors or from their counsel of any documents delivered to them in support of the UACC October 14 reclamation demand.

13. UACC is not requesting any modification to the Reclamation Procedures Order or to the Amended Reclamation Procedures Order.

14. Notice of this Motion has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested herein, UACC submits that no other or further notice is necessary.

15. Because the grounds for this Motion are set forth herein, UACC respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE Umicore Autocat Canada Corporation respectfully requests that the Court enter an order:

- (a) permitting UACC to substitute the attached "Reclamation Demand Substitute Exhibit" for the original 56 page "Reclamation Demand Exhibit" attached to UACC's October 14, 2005 Notice of Reclamation Demand filed herein;
- (b) permitting UACC to withdraw the original 56 page Reclamation Demand Exhibit from the file and the ECF system in this case;
- (c) instructing the Clerk of the Court to take such actions as are necessary to implement the terms of the Court's order; all without prejudice to UACC's rights and interests with respect to UACC's reclamation demand and October 14 Notice; and
- (d) granting UACC such other further relief as is just.

Dated: New York, New York  
December 15, 2005

Respectfully submitted,  
HOGAN & HARTSON L.L.P.

By: /s/ David M. Posner  
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Fax No. (202) 637-5910

Attorneys for Umicore Autocat Canada Corp.

**CERTIFICATE OF SERVICE**

I certify that on December 15, 2005 true and correct copies of the foregoing and the attached "Notice" were served:

- (1) by overnight mail, on the "Service Parties A" attached hereto; and  
(b) electronically (Notice only) on the "Service Parties B" attached hereto.

/s/ Edward C. Dolan

Edward C. Dolan

**Service Parties A**

John Wm. Butler, Jr., Esq.

John K. Lyons, Esq.

Ron E. Meisler, Esq.

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LLP

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Troy, MI 48098  
Attention: Michael Nefkens

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Attention: Valerie Venable

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Attention: Paul W. Anderson

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Los Angeles, CA 90025  
Attention: Michelle Robson

Wilmington Trust Company, as Indenture  
Trustee  
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Wilmington, DE 19890  
Attention: Steven M. Cimalore

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Ziman)

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**Service Parties B**

**(Attached as PDF)**

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